

17 April 2026

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Dear Shareholder,

The Annual General Meeting (Meeting) of shareholders of Resolute Mining Limited (ACN 097 088 689) (**Company**) will be held at 2.00pm (AWST) on Wednesday, 20 May 2026 at 108 St Georges Terrace, Perth, Western Australia.

In accordance with section 253RA(2) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Annual General Meeting to shareholders unless a shareholder has requested a hard copy. The Notice of Annual General Meeting can be viewed and downloaded from the Company's website at www.rml.com.au or ASX at www2.asx.com.au.

You may vote by attending the Meeting in person (at the time, date and place set out above), by proxy or by appointing an authorised representative.

The Company strongly encourages shareholders to lodge a directed proxy form prior to the Meeting. You can visit www.investorvote.com.au (Control Number: 184816) and log in with your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form, to lodge your vote. Once logged in you can also request to receive electronic communications from the Company in the future or alternatively you can visit www.investorcentre.com/au to change your communication preferences.

In Australia, your proxy form must be received by 2.00pm (AWST) on Monday, 18 May 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. In the United Kingdom, your CREST Voting Instruction or Form of Instruction must be received by the Company's agent (Computershare Investor Services PLC) no later than 2.00pm (BST) on Friday, 15 May 2026.

Shareholders are encouraged to submit questions in advance of the Meeting by email to the Company Secretary at contact@rml.com.au.

The Notice of Annual General Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice of Annual General Meeting, please contact the Company's share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Your Sincerely,



Thomas May
Joint Company Secretary



Resolute

Notice of Annual General Meeting

ACN 097 088 689



Notice of Annual General Meeting

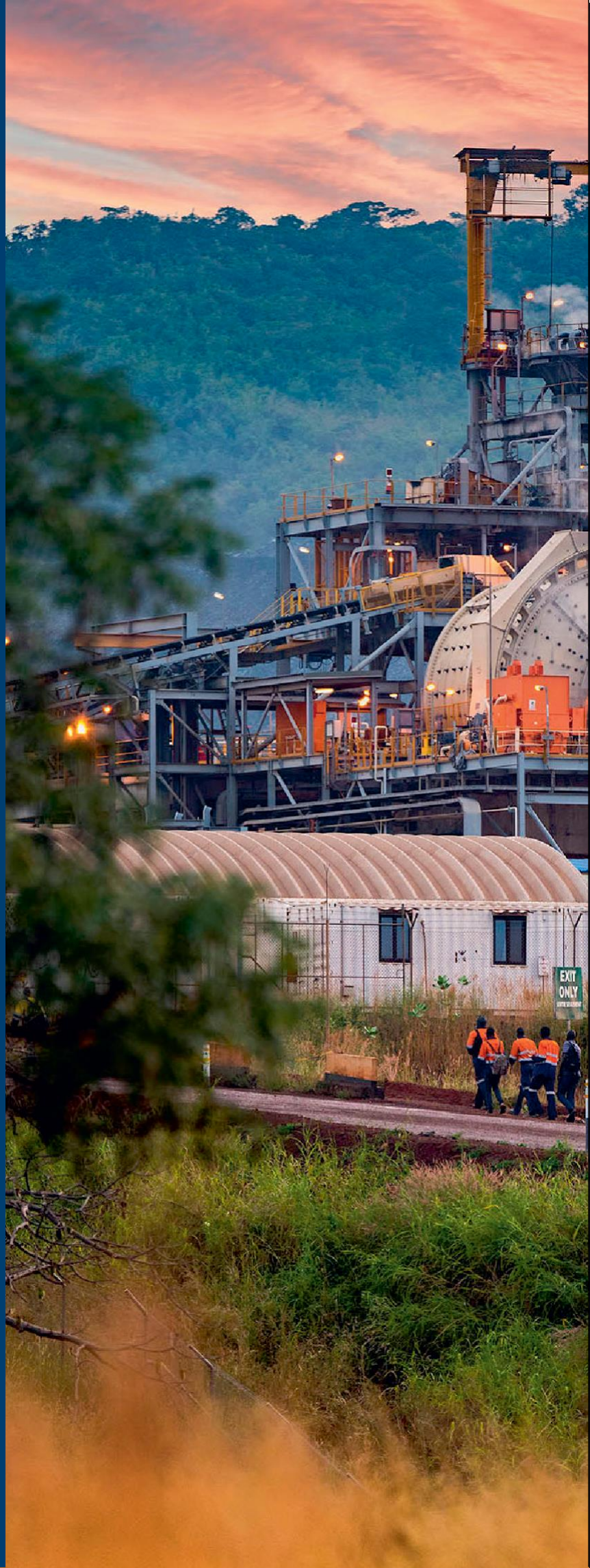
Notice is hereby given that the Annual General Meeting of the Shareholders of Resolute Mining Limited (**Company**) will be held at 2.00pm (AWST) on Wednesday 20 May 2026 at 108 St Georges Terrace, Perth WA 6000 (**Meeting**).

The Explanatory Memorandum to the Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form both form part of the Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 5.00pm (AWST) on Monday, 18 May 2026.

The business of the Meeting affects your Shareholding, and your vote is important. The Notice and Explanatory Memorandum should be read in its entirety.

Terms and abbreviations used in the Notice and Explanatory Memorandum are defined in Schedule 1.



Agenda

Annual Report

To receive and consider the Annual Report of the Company and its controlled entities for the year ended 31 December 2025, which includes the Financial Report, the Sustainability Report, the Climate Report, the Directors' Report and the Auditor's Report.

A copy of the Annual Report can be obtained on the Company's website at www.rml.com.au.

Note: No resolution is required for this item of business.

Resolution 1

Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 31 December 2025 be approved and adopted by Shareholders, on the terms and conditions described in the Explanatory Memorandum."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and any feedback from Shareholders at the Meeting when considering the Company's remuneration policies. This Resolution is subject to a voting exclusion as set out on page 5.

Resolution 2

Re-election of Mr Keith Marshall as a Director

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, Mr Keith Marshall, a Director, who retires by rotation pursuant to and in accordance with article 3.6 of the Constitution and the Listing Rules, being eligible for re-election pursuant to article 3.5(a) of the Constitution, and for all other purposes, is re-elected as a Director."

Resolution 3

Re-election of Ms Adrienne Parker as a Director

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, Ms Adrienne Parker, a Director, who retires by rotation pursuant to and in accordance with article 3.6 of the Constitution and the Listing Rules, being eligible for re-election pursuant to article 3.5(a) of the Constitution, and for all other purposes, is re-elected as a Director."

Resolution 4

Approval of FY26 grant of Performance Rights to Mr Chris Eger

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rules 10.14 and section 200E of the Corporations Act, and for all other purposes, Shareholders approve the grant of a maximum of 1,902,530 Incentive Performance Rights to Mr Chris Eger, the Managing Director and Chief Executive Officer of the Company (or his nominee), under the Plan in accordance with the terms and conditions described in the Explanatory Memorandum."

Note: This Resolution is subject to a voting exclusion as set out on page 5.

Resolution 5

Approval of the Company 2026 Long Term Incentive Plan

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That the Company 2026 Long Term Incentive Plan, as amended in the manner described in the Explanatory Notes accompanying this Notice of Meeting (**Amended Plan**), and the issue of shares under the Amended Plan, be approved for all purposes, including for the purpose of Listing Rule 7.2, exception 13(b)"*

Note: This Resolution is subject to a voting exclusion as set out on page 5.

Resolution 6

Remuneration of Non-Executive Directors

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.17 and article 10.2 of the Constitution, Shareholders approve the maximum aggregate remuneration which may be paid by the Company to its Non-Executive Directors as Directors' fees in each financial year being increased from AUD\$1,000,000 to a maximum sum of AUD\$1,500,000, on the terms and conditions set out in the Explanatory Memorandum effective from 1 January 2026."

Note: This Resolution is subject to a voting exclusion as set out on page 6.

Resolution 7

Approval of potential termination benefits under the Plan

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Part 2D.2 of the Corporations Act, Listing Rule 10.19 and for all other purposes, approval be given to the Company to provide termination benefits to Key Officeholders under the Plan (and 2023 Plan) comprising a maximum aggregate value of 7,117,685 Shares in connection with those persons ceasing to hold that office, on the terms and conditions described in the Explanatory Memorandum."

Note: This Resolution is subject to a voting exclusion as set out on page 6.

Voting Exclusions and Prohibitions

Resolution 1

Adoption of Remuneration Report

In accordance with sections 250BD and 250R of the Corporations Act, votes may not be cast, and the Company will disregard any votes cast on Resolution 1:

- (a) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by any person who is a member of the Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the Resolution:

- (a) in accordance with the voting direction in the Proxy Form; or
- (b) where there is no voting direction in the Proxy Form, by the Chairman, in accordance with an express authorization in the Proxy Form to cast the votes as the Chairman decides, even though the Resolution is connected (directly or indirectly) with the remuneration of a member of the Key Management Personnel.

Resolution 4

Approval of FY26 grant of Performance Rights to Mr Chris Eger

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4:

- (a) by or on behalf of Mr Eger;
- (b) by or on behalf of any other director of the Company;
- (c) by an associate of those persons listed above; or
- (d) by a person whose relationship with the entities or a person referred to in paragraphs (a), (b) or (c) above is such that, in ASX's opinion, the acquisition of equity securities in the Company under the Plan by such person should be approved by Shareholders.

However, the Company will not disregard a vote cast on Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the written directions given to the proxy or attorney to vote on the Resolution in this way;
- (b) by the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of a member of the Key Management Personnel; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

In accordance with sections 250BD and 250R of the Corporations Act, votes may not be cast, and the Company will disregard any votes cast on Resolution 4:

- (a) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by any person who is a member of the Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the Resolution:

- (c) in accordance with the voting direction in the Proxy Form; or
- (d) where there is no voting direction in the Proxy Form, by the Chairman, in accordance with an express authorization in the proxy appointment to cast the votes as the Chairman decides, even though the Resolution is connected (directly or indirectly) with the remuneration of a member of the Key Management Personnel.

Resolution 5

Renewal of the Company Long Term Incentive Plan

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is eligible to participate in the Company's Long Term Incentive Plan or an associate of those persons.

However, the Company will not disregard a vote cast on Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the written directions given to the proxy or attorney to vote on the Resolution in this way;
- (b) by the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy as the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such a person if the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution and:

- (a) in accordance with the voting direction in the Proxy Form; or
- (b) where there is no voting direction in the Proxy Form, by the Chairman, in accordance with an express

authorization in the proxy appointment to cast the votes as the Chairman decides, even though the Resolution is connected (directly or indirectly) with the remuneration of a member of the Key Management Personnel.

Resolution 6

Remuneration of Non-Executive Directors

In accordance with Listing Rule 14.11 and Listing Rule 10.17, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a Director of the Company or any of their Associates.

However, the Company will not disregard a vote cast on Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the written directions given to the proxy or attorney to vote on the Resolution in this way;
- (b) by the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of a Director of the Company; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, votes may not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member, and the proxy form does not specify the way the proxy is to vote on this Resolution. However, this does not apply if the proxy is the Chair of the meeting and the proxy form expressly authorises the Chair to exercise the proxy, even though the Resolution is connected (directly or indirectly) with the remuneration of a member of the Key Management Personnel.

Resolution 7

Approval of potential termination benefits under the Plan

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any Director or officer (other than any Directors or officers who are ineligible to participate in any employee incentive plan of the Company) or of a Group Company and any of their associates.

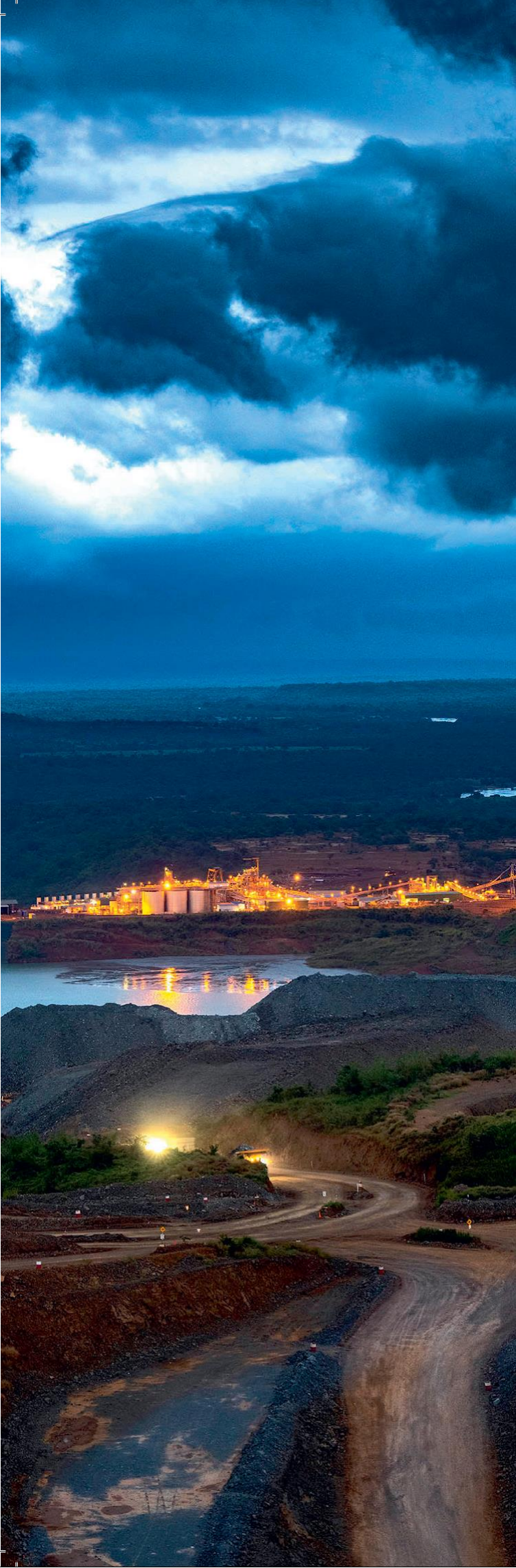
However, the Company will not disregard a vote cast on Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the written directions given to the proxy or attorney to vote on the Resolution in this way;
- (b) by the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of a member of the Key Management Personnel; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, votes may not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such a person if the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution and:

- (a) in accordance with the voting direction in the Proxy Form; or
- (b) where there is no voting direction in the Proxy Form, by the Chairman, in accordance with an express authorization in the proxy appointment to cast the votes as the Chairman decides, even though the Resolution is connected (directly or indirectly) with the remuneration of a member of the Key Management Personnel.



Eligible Shareholders

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that a person who is registered as the holder of Shares at 5.00pm (AWST) on Monday 18 May 2026 will be eligible to attend and vote at the Meeting. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting in Person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed Proxy Form to the Meeting to assist in registering your attendance and the number of votes.

Holders of Depository Interests (**DI Holders**) may attend the Meeting but will not be permitted to vote at the Meeting. In order for their votes to be counted, DI Holders must submit their CREST Voting Instruction to the Company's agent by the required cut-off time set out below. Alternatively, DI Holders can vote using the enclosed Form of Instruction as per the instructions set out below.

Voting by Corporate Representative or Attorney

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, and evidence of the appointment must be returned in the same manner, and by the same time, as specified for Proxy Forms. The corporate representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on their behalf. An attorney need not, themselves, be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

All Resolutions will be by poll

In accordance with section 250JA of the Corporations Act, each resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

Voting By Proxy

Australia (Proxy form)

If you do not wish to or cannot attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A Shareholder, who may be an individual or a body corporate, who is entitled to attend and vote at the Meeting is entitled to appoint a proxy which may be a body corporate or an individual. A proxy need not be a Shareholder.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the Shareholder's total votes. Fractions of votes will be disregarded.

If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed Proxy Form. To appoint a second proxy, you must follow the instructions on the Proxy Form.

A Shareholder can direct their proxy to vote for, against or abstain from voting on each resolution by marking the appropriate box in the voting directions section of the Proxy Form. If a Shareholder has specified how a proxy is to vote on a resolution, the proxy must cast all votes as directed. If a Shareholder has specified how a proxy is to vote on a resolution, but the proxy does not attend the Meeting or does not vote on that resolution, the directed proxies that are not exercised will automatically default to the Chairman, who will vote the proxies as directed.

The enclosed Proxy Form provides further details on voting entitlement, appointing proxies and lodging proxy forms. To vote by proxy, please complete, sign (where required) and return the enclosed (or online) Proxy Form (and a certified copy of any power of attorney under which it is signed) at one of the addresses given below **by 2.00pm (AWST) on Monday, 18 May 2026**. Any proxy form received after that time will not be valid for the Meeting.

Online

at www.investorvote.com.au

Mail

Share Registry
Computershare Investor Services Pty Limited GPO
Box 242, Melbourne Victoria 3001, Australia

Fax

1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Mobile

Scan the QR Code on your Proxy Form and follow the prompts

Custodian voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

United Kingdom (CREST Voting Instruction)

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual.

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) by no later than 2.00pm (BST) on Friday, 15 May 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages.

Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the DI Holder concerned to take (or, if the DI Holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this regard, DI Holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

United Kingdom (Form of Instruction)

Alternatively, DI Holders can vote by completing, signing and returning the enclosed Form of Instruction to the Company's agent (Computershare Investor Services PLC) **no later than 2.00pm (BST) on Friday, 15 May 2026**.

Questions

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice, please contact the Company Secretary on + 61 8 9261 6100.

BY ORDER OF THE BOARD



Sam Wright
Joint Company Secretary

17 April 2026

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2.00pm (AWST) on Wednesday, 20 May 2026 at 108 St Georges Terrace, Perth WA 6000.

The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions. The Directors recommend that Shareholders read the Explanatory Memorandum in full before making any decision in relation to the following resolutions.



Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2025. A copy of the Annual Report can be obtained on the Company's website at www.rml.com.au or by contacting the Company on: **+61 8 9261 6100**.

No resolution is required for this item. Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Annual Report, the audit, and the management of the Company.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the independence of the auditor, conduct of the audit, or the content of the Auditor's Report, may be submitted no later than five business days before the Meeting, to the Company Secretary at the Company's registered office, or by email to swright@rml.com.au.

Resolution 1 - Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put its Remuneration Report to Shareholders for consideration and adoption.

The Remuneration Report is set out in the Company's 2025 Annual Report, which is available on the Company's website at www.rml.com.au. The Remuneration Report contains:

- (a) information about the Board's policy for determining the nature and amount of remuneration of Directors and senior executives of the Company;
- (b) the relationship between remuneration and the Company's performance;
- (c) details of the remuneration of, and equity held by, Directors and senior executives of the Company; and
- (d) a summary of the terms of any contract under which any Director or senior executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

During the period, the Board made targeted refinements to the Company's remuneration framework to ensure alignment with current market practice and to support the attraction and retention of key talent.

The Remuneration Committee is responsible for determining and reviewing the compensation arrangements for Directors, the Chief Executive Officer and the executive team. Executive remuneration is reviewed annually having regard to individual and business performance, relevant comparative information and internal and independent external information.

A reasonable opportunity will be given to Shareholders at the Meeting to ask questions about, or make comments on, the Remuneration Report.

Resolution 1 is advisory only and does not bind the Company or the Directors, however the Board will take the discussion at the Meeting and the outcome of the vote into consideration when determining the Company's remuneration policy.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting at which a Strike is received (**Later AGM**) a resolution on whether an extraordinary meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election

(Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Later AGM. All the Directors who were in office when the resolution to make the Directors' Report considered at the Later AGM is passed (other than the Managing Director), will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

At the Company's 2025 annual general meeting held on 20 May 2025, less than 25% of the eligible votes cast in respect of the 2024 Remuneration Report were cast against its adoption. Accordingly, a Spill Resolution will not be put to the Shareholders at this Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against its adoption.

This Resolution is subject to a voting exclusion as set out on page 3.

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report), the Directors unanimously recommend that Shareholders vote **IN FAVOUR** of adoption of the Remuneration Report.

Chairman's intentions

The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolutions 2 and 3 – Re-election of Directors

The Company's Constitution requires that:

- (a) any director appointed by the Board automatically retires at the next annual general meeting, and is eligible for re-election;
- (b) a director must retire from office if remaining in office until the next annual general meeting would result in them having held that office for more than three years; and
- (c) one third of all Directors (other than the managing director, and those to whom (a) above applies), or if their number is not a multiple of three, then the number nearest one-third, must retire at each annual general meeting, and are eligible for re-election.

ASX Listing Rule 14.4 requires that a director appointed by the Board (other than a managing director) must not hold office (without re-election) for more than three years or past the third annual general meeting following the Director's appointment, whichever is longer.

Articles 3.4, 3.5(a), and 3.6(a) of the Constitution require that one third of the directors retire by rotation each year and, being eligible, can put themselves up for re-election.

In accordance with Listing Rule 14.4 and articles 3.4, 3.5(a), and 3.6(a) of the Constitution, Mr Keith Marshall and Ms Adrienne Parker each retire and offer themselves for re-election.

The Board (other than each Director up for re-election in respect of their own re-election) has concluded that each of Mr Marshall and Ms Parker have skills and experience valuable to the Board and sufficient capacity to undertake the duties expected of a director of the Company.

A brief summary of each candidate's qualifications, skills and experience is set out below.

The Chairman intends to vote all undirected proxies in favour of Resolutions 2 and 3.

Mr Keith Marshall – Independent Non-Executive Director (Resolution 2)

Mr Keith Marshall was appointed to the Board as a Non-Executive Director in June 2023. Mr Marshall is Chair of the Remuneration Committee and a member of the Nomination Committee.

Mr Marshall is a mining engineer with a wealth of technical and managerial expertise gained over 45 years in the sector, with the last 15 years spent in senior mine leadership roles. His experience in underground mining and caving is particularly relevant to Resolute's operations.

Mr Marshall's last two operational roles were both with Rio Tinto, with whom he has worked for 22 years, as Managing Director of the Phalabora Mining Company in South Africa and as President of the Oyu Tolgoi Project in Mongolia.

Mr Marshall holds a mining engineering degree from the Royal School of Mines at Imperial College London.

Ms Adrienne Parker – Independent Non-Executive Director (Resolution 3)

Ms Adrienne Parker was appointed to the Board as a Non-Executive Director in March 2024. Ms Parker is a member of the Audit and Risk Committee and the Sustainability Committee.

Ms Parker is a Non-Executive Director and lawyer with over 25 years' experience in the resources, energy, and infrastructure sectors. As a partner in national and international law firms, she specialised in commercial and construction law, advising in connection with the delivery of major infrastructure and mining projects across Australia, Africa and Asia.

Her expertise includes risk assessment and management, strategy, procurement models and implementation, preparation and negotiation of mining services and supply agreements, EPC and EPCM contracts. She has worked with executive and management teams on all aspects of governance, policies and compliance with a particular focus on risk and sustainability. Ms Parker is a member of the Australian Institute of Company Directors, the former Chair of the Law Council of Australia's and Law Society of Western Australia's Construction and Infrastructure Law Committee and a past President of the National Association of Women in Construction (WA Chapter).

Ms Parker currently serves on the Boards of NRW Holdings Limited, Liontown Limited and Fleetwood Limited.

Directors' recommendation

The Directors (other than each Director up for re-election with respect to their own candidacy) unanimously recommend that Shareholders vote **IN FAVOUR** of Resolutions 2 and 3.

Each Director up for re-election has an interest in the outcome of the Resolution relating to their own re-election, and therefore does not consider it appropriate to make a recommendation to Shareholders in respect of that Resolution.

Resolution 4 - Approval of FY26 grant of Performance Rights to Mr Chris Eger

Background

Resolution 4 seeks Shareholder approval for the grant of 1,902,530 Performance Rights to Mr Chris Eger (or his nominee) under the Plan on the terms and conditions described in this Explanatory Memorandum (**Incentive Performance Rights**).

The Incentive Performance Rights are being granted to Mr Eger under the terms of the Plan to be approved by Shareholders under Resolution 5, with the Performance Hurdles and Vesting Conditions updated as approved under Resolution 5.

The annual grant of Performance Rights forms a key component of Mr Eger's remuneration package. A significant portion of his total remuneration is placed at-risk to better align his interests with those of Shareholders, to encourage the production of long-term sustainable growth and to assist with his retention. The Board believes the proposed incentive arrangements the subject of this Resolution are an efficient and appropriate tool to align the interest of Mr Eger with those of Shareholders.

If Shareholder approval is obtained under this Resolution 4, the Incentive Performance Rights will be granted to Mr Eger following the Meeting and prior to 31 December 2028.

If Shareholder approval is not obtained under this Resolution 4, the Board may consider alternative arrangements to appropriately remunerate and incentivise Mr Eger.

Quantum and value

The quantum of Incentive Performance Rights to be issued to Mr Eger, covering the three-year period ending 31 December 2028, has been determined with reference to current market practice (as at 31 December 2025). For 2026 (ending 31 December 2026), the dollar value (face value) of the KMP long term incentive grant to Mr Eger is equivalent to 200% of his fixed remuneration for the year ending 31 December 2026.

Material terms of the Incentive Performance Rights

Except where otherwise indicated in respect of the December Performance Rights, the Incentive Performance Rights vest:

- (a) in accordance with the Performance Vesting Outcomes linked to Performance Hurdles outlined below. The Performance Hurdles are measured over a period of three years from 1 January 2026, ending 31 December 2028 (**Performance Period**) to ensure that sustainable Shareholder growth has been created; and
- (b) subject to Mr Eger remaining employed with the Company for the full three-year Performance Period (**Service Condition**).

It is only if the relevant Performance Hurdles are passed and the Service Condition is met that the relevant tranche of Incentive Performance Rights will vest and can be exercised into Shares, other than where the Board exercises its discretion and determines some or all of the Incentive Performance Rights should otherwise vest, for instance, in the event of a change of control event (as that term is defined in the Plan). If Mr Eger ceases employment before the Service Condition is passed, then he will forfeit his relevant tranche of Incentive Performance Rights, unless otherwise determined by the Board in its sole and absolute discretion.

Performance Hurdle	Performance Hurdle Description	Performance Vesting Outcomes, Criteria and Calculation	Portion of Incentive Performance Rights										
<p>Relative Total Shareholder Return (TSR) versus Peer Group (Performance Hurdle 1)</p>	<p>TSR is calculated by taking into account the growth in a company's share price over a performance period as well as the dividends received during that period.</p> <p>Resolute's TSR will be calculated over the Performance Period, and ranked against the relative TSR performance of the below group of listed gold production companies of a similar size to Resolute (Peer Group):</p> <ul style="list-style-type: none"> • B2 Gold Corp • Endeavour Mining • Galiano Gold Inc • IAMGold Corporation • Perseus Mining Limited • West African Resources Ltd • Fortuna Silver Mines • Orezone Gold Corporation • Asante Gold • Caledonia Mining • Thor Explorations Ltd • Montage Gold Corp • Robex Resources • Predictive Discovery <p>The target for Performance Hurdle 1 is to achieve a ranking of at or above the 75th percentile, with a minimum threshold for vesting of the 50th percentile.</p> <p><i>Please note that the December Performance Rights utilised the following Peer Group against which Resolute's TSR performance was ranked:</i></p> <ul style="list-style-type: none"> • <i>B2 Gold Corp</i> • <i>Endeavour Mining</i> • <i>Galiano Gold Inc</i> • <i>IAMGold Corporation</i> • <i>Perseus Mining Limited</i> • <i>West African Resources Ltd</i> • <i>Fortuna Silver Mines</i> • <i>Orezone Gold Corporation</i> • <i>Allied Gold Corporation</i> • <i>Thor Explorations Ltd</i> • <i>Asante Gold</i> • <i>Caledonia Mining</i> 	<p>To measure performance against Performance Hurdle 1:</p> <ul style="list-style-type: none"> • the TSR of the companies in the Peer Group is calculated; • the Peer Group companies are ranked according to their TSR; • Resolute's TSR is calculated to determine its percentile in relation to the Peer Group; and • Resolute's percentile determines how many Performance Rights will vest in accordance with the below Performance Vesting Outcomes. <table border="1" data-bbox="722 592 1243 966"> <thead> <tr> <th data-bbox="722 592 1011 684">Relative TSR Performance against Peer Group</th> <th data-bbox="1011 592 1243 684">Performance Vesting Outcomes*</th> </tr> </thead> <tbody> <tr> <td data-bbox="722 684 1011 730">Less than 50th percentile</td> <td data-bbox="1011 684 1243 730">0% vesting</td> </tr> <tr> <td data-bbox="722 730 1011 776">At the 50th percentile</td> <td data-bbox="1011 730 1243 776">50% vesting</td> </tr> <tr> <td data-bbox="722 776 1011 897">Between the 50th and 75th percentile</td> <td data-bbox="1011 776 1243 897">Between 50% and 100% vesting calculated on a linear basis</td> </tr> <tr> <td data-bbox="722 897 1011 966">At or above 75th percentile</td> <td data-bbox="1011 897 1243 966">100% vesting</td> </tr> </tbody> </table> <p>* Subject to positive TSR and Board discretion in relation to year-on-year improvement in sustainability performance/systems and cultural measures.</p> <p>The 10-day volume weighted average share price (VWAP) of 1.258 AUD was used to determine the share price at the commencement of the Performance Period and will be calculated at the end of the Performance Period to determine the share price used.</p> <p>The number of Performance Rights to vest based on performance against Performance Hurdle 1 will be adjusted to allow for any applicable capital returns and dividends.</p> <p><i>Please note that the December Performance Rights utilised the 10-day VWAP of 1.258 AUD to determine the price at the commencement of the relevant performance period and will be calculated at the end of the relevant performance period to determine the share price used.</i></p>	Relative TSR Performance against Peer Group	Performance Vesting Outcomes*	Less than 50 th percentile	0% vesting	At the 50 th percentile	50% vesting	Between the 50 th and 75 th percentile	Between 50% and 100% vesting calculated on a linear basis	At or above 75 th percentile	100% vesting	75%
Relative TSR Performance against Peer Group	Performance Vesting Outcomes*												
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At the 50 th percentile	50% vesting												
Between the 50 th and 75 th percentile	Between 50% and 100% vesting calculated on a linear basis												
At or above 75 th percentile	100% vesting												

Cumulative Production Target (Performance Hurdle 2)	<p>Measured based on actual cumulative gold production over the Performance Period, with a target of 875,000oz by 31 December 2028 (Performance Hurdle 2 Target).</p> <p>The revised production target reflects a reassessment of prior assumptions, with the previous cumulative production targets determined to be unrealistic and not achievable based on actual operating performance and updated mine plans.</p> <p>For clarity, the lower cumulative production target reflects the longer performance period applicable to the FY26 Incentive Performance Rights and updated mine plans. <i>Please note that the cumulative production target for the December Performance Rights was measured based on actual cumulative gold production over the relevant performance period with a target of 1,000,000oz by 31 December 2026, with a minimum threshold for vesting of 95% of the relevant performance hurdle 2 target (as shown in the adjacent table).</i></p>	<table border="1"> <thead> <tr> <th>Production over Performance Period</th> <th>Performance Vesting Outcomes</th> </tr> </thead> <tbody> <tr> <td>Less than 800,000oz</td> <td>0% vesting</td> </tr> <tr> <td>At 800,000oz</td> <td>25% vesting</td> </tr> <tr> <td>Between 800,000oz – 875,000oz</td> <td>Between 25% and 100% vesting calculated on a linear basis</td> </tr> <tr> <td>875,000oz (and above)</td> <td>100% vesting</td> </tr> </tbody> </table>	Production over Performance Period	Performance Vesting Outcomes	Less than 800,000oz	0% vesting	At 800,000oz	25% vesting	Between 800,000oz – 875,000oz	Between 25% and 100% vesting calculated on a linear basis	875,000oz (and above)	100% vesting	25%
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<p><i>Please note that, in respect of the December Performance Rights, the following production requirements and respective performance vesting outcomes apply:</i></p> <table border="1"> <thead> <tr> <th>Production over Performance Period</th> <th>Performance Vesting Outcomes</th> </tr> </thead> <tbody> <tr> <td>Less than 950,000oz</td> <td>0% vesting</td> </tr> <tr> <td>At 950,000oz</td> <td>25% vesting</td> </tr> <tr> <td>Between 950,000oz – 1,000,000oz</td> <td>Between 25% and 100% vesting calculated on a linear basis</td> </tr> <tr> <td>1,000,000oz (and above)</td> <td>100% vesting</td> </tr> </tbody> </table>	Production over Performance Period	Performance Vesting Outcomes	Less than 950,000oz	0% vesting	At 950,000oz	25% vesting	Between 950,000oz – 1,000,000oz	Between 25% and 100% vesting calculated on a linear basis	1,000,000oz (and above)	100% vesting			
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			100%										

Additional terms and conditions of the Incentive Performance Rights

- The measurement against the Performance Hurdles and resultant Performance Vesting Outcomes will be determined by the Company and advised to Mr Eger by no later than 28 February 2029
- Malus and Clawback** – The Board has discretion to clawback vested but unexercised Performance Rights in the event of termination for serious misconduct or a material misstatement in the Company’s financial statements.
- Change of control** – On the occurrence of a change of control event, the Board will determine, in its sole and absolute discretion, the manner in which all unvested, and vested but unexercised, Performance Rights will be dealt with. In circumstances where shareholders have voted in support of a positive change of control transaction, the Board’s current intention would generally be to determine to vest any outstanding KMP LTI Performance Rights, subject to their being in the employment of the Company at the time the shareholder decision is made.
- Dividend and participation rights of unvested Performance Rights** – There are no participation or voting rights or other entitlements, nor rights to receive dividends inherent in the Incentive Performance Rights before their exercise and the issue of Shares (if applicable).
- The Performance Rights are otherwise issued on the terms and conditions of the Plan.

Chapter 2D of Corporations Act

In accordance with section 200B of the Corporations Act, subject to certain exceptions, the Company must not give a benefit in connection with a person’s retirement from a managerial or executive office unless it obtains Shareholder approval.

The Incentive Performance Rights may, subject to the Board’s discretion, vest upon termination of Mr Eger’s employment. The Board has formed the view that should this occur, the vesting of the affected Incentive Performance Rights may constitute a benefit in connection with Mr Eger’s retirement from office under section 200B.

Accordingly, Shareholder approval is also sought under section 200E of the Corporations Act in connection with potential vesting of the Incentive Performance Rights upon Mr Eger ceasing to be engaged in a managerial or executive office of the Company, including where to do so would involve giving the benefit to him in connection with that cessation.

The value of any benefit connected to the Incentive Performance Rights given in connection with Mr Eger ceasing to hold a managerial or executive office cannot presently be ascertained but matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- the number of Incentive Performance Rights held at cessation and the number that are proposed to vest or have vesting conditions waived;
- the circumstances or reasons surrounding the cessation of engagement;
- the market price of Shares on ASX on the last ASX trading day before the date of calculation;
- the status of the vesting conditions attaching to the Performance Rights at the time Mr Eger’s employment ceases; and

- (e) any other matters that the Board considers relevant at the time of determination.

Chapter 2E of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months after the approval, unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Mr Eger, as a Director, is a related party of the Company and the proposed grant of the Incentive Performance Rights to Mr Eger constitutes giving a financial benefit.

The Board (excluding Mr Eger) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Incentive Performance Rights, on the basis that the grant constitutes reasonable remuneration for the purposes of the exception to obtaining shareholder approval of the giving of financial benefits to a related party in section 211 of the Corporations Act.

Listing Rule 10.14

Under Listing Rule 10.14, a company must not issue or agree to issue equity securities to a director (Listing Rule 10.14.1) or an associate of a Director (Listing Rule 10.14.2) under an employee incentive scheme, unless it first obtains shareholder approval. The proposed issue of the Incentive Performance Rights falls within Listing Rule 10.14.1 (or 10.14.2 if Mr Eger elects for the Incentive Performance Rights to be granted to his nominee). Accordingly, the Company seeks shareholder approval under Listing Rule 10.14 for the grant of the Incentive Performance Rights to Mr Eger. As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required, as per Exception 14 of Listing Rule 7.2.

Specific information required by Listing Rule 10.15 is provided as follows:

- (a) The Incentive Performance Rights will be granted to Mr Eger, Managing Director and Chief Executive Officer (or his nominee), who falls under Listing Rule 10.14.1, as a Director.
- (b) It is proposed that Mr Eger receive 1,902,530 Performance Rights, on the terms and conditions set out in this Explanatory Memorandum, and otherwise on the terms and conditions of the Plan.
- (c) A summary of the material terms of the Incentive Performance Rights, an explanation of why the Incentive Performance Rights are being granted and the value the Company attributes to the Incentive Performance Rights (and its basis) are detailed above.
- (d) In accordance with Listing Rule 10.15.7, the Company will grant the Incentive Performance Rights within three years of the date of the Meeting, but anticipates their grant shortly following the Meeting.
- (e) The Incentive Performance Rights (and any Shares issued on exercise) are being granted for a nil price per security, as part of Mr Eger's remuneration package. Accordingly, no loan will be made in relation to the acquisition (or exercise) of the Incentive Performance Rights.
- (f) Mr Eger's current total remuneration package for the financial year ending 31 December 2026 is a maximum of US\$3,600,000 comprising US\$800,000 in base remuneration, a maximum of US\$1,200,000 in short term incentives (STI) if all targets are met, and US\$1,600,000 worth of long-term incentives, being the accounting value the Company attributes to the Incentive Performance Rights. Mr Eger's fixed and total remuneration package has increased from FY2025 following an extensive review and benchmarking process of executive compensation, carried out by third party consultants, which concluded with executive salary increases so that they are in line with

comparator companies.

- (g) Mr Eger (or his nominee) has previously received 7,455,733 Performance Rights at no acquisition price (of which 1,513,325 have vested, and none have lapsed or expired). The Company notes that each of these Performance Rights were issued within the 15% annual limit permitted under Listing Rule 7.1 and Exception 12 of Listing Rule 10.12, without the need for Shareholder approval. Other than as identified in the table above, the December Performance Rights were issued on the same terms as the Incentive Performance Rights, and accordingly a summary of the material terms of the December Performance Rights, an explanation of why the December Performance Rights were granted and the value the Company attributes to the December Performance Rights (and its basis) are detailed above.
- (h) A summary of the Plan rules is set out in Schedule 2 of this Notice.
- (i) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that the approval was obtained under Listing Rule 10.14.
- (j) As at 7 April 2026, being the last practical date prior to finalisation of this Notice, Mr Eger is the only person declared by the Board to be eligible to participate in the Plan that is covered by Listing Rule 10.14.
- (k) Any additional person covered by Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the Plan after this resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule.
- (l) A voting exclusion statement for this Resolution is included in this Notice at page 5.

Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Incentive Performance Rights to Mr Eger under the Plan within three years of the date of the Meeting.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Incentive Performance Rights to Mr Eger under the Plan and other substitute remuneration will need to be paid to Mr Eger, equal to the value of the Incentive Performance Rights that are not approved.

Chairman's intentions

The Chairman intends to exercise all undirected proxies in favour of Resolution 4.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 4, by returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Directors' Recommendation

The Directors (other than Mr Eger) unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 4.

Mr Eger has an interest in the outcome of this Resolution and therefore does not consider it appropriate to make a recommendation to Shareholders.

Resolution 5 - Approval of the Company 2026 Long Term Incentive Plan

Background

The Remuneration Committee (composed of only independent directors), the Board of Directors and senior management have devoted considerable time over the past year to reforming the Company's long-term incentive plan.

A summary of the Plan, to be adopted pursuant to Resolution 5, is set out in Schedule 2. A copy of the 2026 Long Term Incentive Plan will be made available for inspection at the Company's registered office before the Meeting and at the Meeting.

Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to issue securities to eligible employees and any other persons eligible under the Plan without using up any of the Company's 15% limit on issuing securities without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company may still issue securities to eligible participants under the Plan but any issue will reduce, to that extent, the Company's capacity to issue securities under Listing Rule 7.1 for 12 months following the issue.

The Company notes that any issue of securities to Directors or their associates under the Plan would require separate Shareholder approval under ASX Listing Rules Chapter 10, unless an applicable exception applies.

Listing Rule 7.1 and Listing Rule 7.2, Exception 13

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to convert to equity (such as a Performance Right or RSU), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2, Exception 13 provides an exception to Listing Rule 7.1. The effect of Shareholder approval under Listing Rule 7.2, Exception 13 is that any issues of securities under the Plan are treated as having been made with the approval of shareholders for the purposes of Listing Rule 7.1. Approval under Listing Rule 7.2, Exception 13 lasts for a period of three years.

Specific information required by Listing Rule 7.2, Exception 13

In accordance with Listing Rule 7.2 Exception 13, information is provided as follows:

- (a) The material terms of the Plan are summarised in Schedule 2.
- (b) A total of 18,487,492 Performance Rights have been granted under the 2023 Performance Rights Plan, being the last Performance Rights Plan that was approved by Shareholders on 25 May 2023, and a total of 10,765,892 Performance Rights have lapsed since that date.
- (c) The maximum number of Securities proposed to be issued under the Plan, following Shareholder approval is 64,122,528 Securities.

Chairman's intentions

The Chairman intends to exercise all undirected proxies in favour of Resolution 5.

Directors' Recommendation

The Directors (other than Mr Eger) unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 5.

Mr Eger has an interest in the outcome of this Resolution and therefore does not consider it appropriate to make a

recommendation to Shareholders.

Resolution 6 – Remuneration of Non-Executive Directors

Background

In accordance with Listing Rule 10.17, the maximum aggregate amount payable by way of fees to Non-Executive Directors in any financial year is determined by Shareholders from time to time at a general meeting (**NED Fee Pool**). The current NED Fee Pool of AUD\$1,000,000 was approved ten years ago at the Company's 2016 annual general meeting.

Shareholder approval is sought to increase the NED Fee Pool by AUD\$500,000 from AUD\$1,000,000 to AUD\$1,500,000 per annum. In accordance with Listing Rule 10.17, the NED Fee Pool is inclusive of superannuation contributions made by the Company for the benefit of Non-Executive Directors and any fees which a Non-Executive Director agrees to sacrifice for other benefits on a pre-tax basis.

Reasons for increase

The Directors have undertaken a review of the remuneration paid to Non-Executive Directors in comparably sized companies and the Directors are seeking Shareholder approval to increase the NED Fee Pool for the following reasons:

- (a) to ensure that the Company has the ability to set fees at a competitive level so that it can attract and retain the services of Non-Executive Directors of the highest calibre; the size and complexity associated with the Company have all significantly increased requiring fees to be set at commensurate levels;
- (b) to ensure that the Company continues to maintain a high standard of corporate governance oversight; and
- (c) to allow for some growth in Non-Executive Director fees in the future to reflect general inflation and market competitiveness for Non-Executive Directors with the skills and experience that are appropriate for the Company's business.

The remuneration provided to Non-Executive Directors is reviewed annually. Details of Non-Executive Director remuneration for the financial year ended 31 December 2025 are contained within the Remuneration Report in the Company's 2025 Annual Report. The total aggregate value of the remuneration provided to all Non-Executive Directors during 2025 was AUD\$962,139. Based on the current fee schedule, total remuneration in 2026 will be approximately AUD\$991,003 subject to Shareholders approving this Resolution 6.

Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to increase the maximum aggregate remuneration payable to Non-Executive Directors to AUD\$1,500,000 per annum. If approval is not obtained from Shareholders, then the total remuneration in 2026 will not exceed AUD\$1,000,000.

No securities have been issued to any Non-Executive Director under Listing rule 10.11 or 10.14 with Shareholder approval within the last three years.

Chairman's intentions

The Chairman intends to exercise all undirected proxies in favour of Resolution 6.

Directors' Recommendation

As the Non-Executive Directors have an interest in the outcome of Resolution 6, the Board does not believe it appropriate to make a recommendation to Shareholders as to how to vote in relation to this Resolution.

Resolution 7 - Approval of potential termination benefits under the 2026 Performance Rights Plan

Background

The Corporations Act restricts the benefits that can be given to persons who hold (or held in the past three years) a 'managerial or executive office' (as defined in the Corporations Act) (**Key Officeholders**) on cessation of their engagement with the Company or any of its related bodies corporate. Under section 200B of the Corporations Act, a company may only give a Key Officeholder a benefit in connection with their ceasing to hold a managerial or executive office if approved by shareholders or an exemption applies. ASX Listing Rule 10.19 provides that, without the approval of ordinary Shareholders, an entity must ensure that no officer of the entity or any of its child entities is entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

The Board possesses the discretion to determine, in the event that a Key Officeholder ceases engagement with the Company (or a subsidiary) before the vesting of Performance Rights granted to them under the Plan, that some or all of their Performance Rights will not lapse. The Board has formed the view that should this occur, the vesting of the affected Performance Rights and resultant issue of Shares may constitute a benefit in connection with a Key Officeholder's retirement from office (**Termination Benefit**).

Accordingly, Shareholder approval is being sought under section 200E of the Corporations Act and ASX Listing Rule 10.19 in connection with potential vesting of Performance Rights upon a Key Officeholder (including, for avoidance of doubt, Mr Chris Eger) ceasing engagement, including where to do so would involve giving the benefit to that person in connection with them ceasing to hold a managerial or executive office, on the terms and conditions in this Explanatory Memorandum.

Shareholders are not being asked to approve any change or increase in the remuneration or benefits or entitlements of Key Officeholders, or any variation to the existing discretions of the Board.

Board Discretion

Under the terms of the Plan, all unvested Performance Rights automatically lapse on termination, unless the Board determines otherwise, including where the employee has been terminated due to death, retirement due to ill health, or genuine redundancy. In such cases, the Board may determine whether any vesting conditions and/or performance hurdles have been satisfied, and if so, that vesting may be on a pro rata basis over the employee's service period during the vesting period. Any such Performance Rights will not be determined or exercisable until the end of the vesting period. The Board's current intention is to only exercise this discretion under the Plan in exceptional circumstances.

Additionally, in the event of a change of control, the Board may determine, in its sole and absolute discretion, the manner in which all vested and unvested Performance Rights will be dealt with. The Board's current intention is to only exercise this discretion under the Plan in exceptional circumstances.

This approval does not guarantee the exercise of the discretion contemplated.

Value of the benefits

The amount and value of the Termination Benefits being approved is the maximum potential benefit that could be provided under the Plan as a result of the exercise of the Board's discretion. The amount and value of any benefit relating to any Performance Rights held by any Key Officeholder arising from their retirement from their office

cannot be determined in advance. This is because various matters will or are likely to affect that value, including:

- (a) the Company's share price at the time of vesting;
- (b) the circumstances in which the participant ceases engagement and the number of Performance Rights held and that will vest;
- (c) the participant's length of service and the status of the vesting conditions attaching to the relevant Performance Rights at the time engagement ceases;
- (d) the participant's base salary or fee at the time the relevant Performance Rights were granted and the time they cease engagement; and
- (e) any other factors that the Board considers relevant when exercising its discretion.

For example, however, assuming that Resolution 4 is approved and no further Performance Rights are granted to Mr Eger, Mr Eger will have been granted 9,358,263 Performance Rights, in respect of which the Board may exercise its discretion to determine the vesting of such Performance Rights in the event of termination or a change of control. The value of such Performance Rights may only be ascertained at the relevant time having regard to the above-mentioned factors. This example has been provided for illustrative purposes only and is by no means binding or authoritative.

Shareholder information

To enable Shareholders to make an informed decision on this Resolution, the Company has calculated and provides below an illustration only of the maximum potential value of termination benefits that may become payable to the Key Officeholders if the Board exercises its discretion to vest unvested Performance Rights upon cessation of their engagement and this Resolution is approved.

As at 9 April 2026, if the Board were to exercise its discretion to vest all unvested Performance Rights held by Key Officeholders under the Plan (and 2023 Plan), a maximum of 13,060,093 Performance Rights in aggregate would vest. The vesting of 5,942,408 of those Performance Rights held by Key Officeholders have already been approved by Shareholders for the purposes of Listing Rule 10.19 at the Company's Annual General Meetings in 2024 and 2025.

If the remaining 7,117,685 Performance Rights were to vest at the Board's discretion and Shares issued to Key Officeholders in connection with the cessation of their engagement, then based on the Company's closing share price of A\$1.505 per Share on the ASX as at 9 April 2026, the estimated aggregate value of the benefits would be A\$10,712,115.

As a percentage of the Company's equity interests (as that term is defined in the ASX Listing Rules) this represents less than 5%. This represents the maximum potential benefit that could be provided under the Plan (and 2023 Plan) from the exercise of the Board's discretion (excluding rights that may vest that have already received Shareholder approval for the purposes of ASX Listing Rule 10.19).

Shareholders should note that the actual value of any termination benefit relating to unvested Performance Rights cannot be presently ascertained with certainty. As detailed in the sections entitled "*Board Discretion*" and "*Value of the benefits*", the ultimate value will depend upon multiple factors including the Company's share price at the time of cessation, the extent to which performance hurdles have been satisfied, whether vesting occurs on a pro-rata basis, and the Board's exercise of discretion in the circumstances. The estimate provided above is based on current market conditions and is for illustrative purposes only to assist Shareholders in their assessment of this Resolution. The Board retains full discretion as to whether, and to what extent, Performance Rights will vest upon a Key Officeholder's cessation of engagement and will only exercise such discretion in exceptional circumstances. This estimate does not guarantee any particular outcome or payment.

Nature and limits of termination benefits

The termination benefits covered by this Resolution are limited to the potential vesting of unvested Performance Rights held by the Key Officeholders (or their nominee) at the time he or she ceases to hold a managerial or executive office with the Company or any of its related

bodies corporate under the Plan. For the avoidance of doubt, this Resolution does not approve, and Shareholder approval is not sought in respect of any cash severance, notice payments or other termination payments.

Any vesting of Performance Rights upon or following cessation of a Key Officeholder's employment will remain subject to:

- (a) the Board exercising its discretion in accordance with the terms of the Plan;
- (b) the extent to which the applicable performance conditions have been satisfied, or are capable of being satisfied, at the time the Key Officeholder ceases employment; and
- (c) the proportion of the applicable service or performance period that has elapsed at the time the Key Officeholder ceases employment; and
- (d) all applicable laws, including the Corporations Act, the ASX Listing Rules and any other regulatory requirements.

Any exercise by the Board of its discretion to vest or maintain on foot unvested Performance Rights in connection with the Key Officeholder's cessation of employment will be disclosed in the Company's Remuneration Report for the relevant financial year, in accordance with the Company's obligations under the Corporations Act and the ASX Listing Rules.

Result of the approval

If shareholder approval is obtained, the Termination Benefits approved by Shareholders under this Resolution will not constitute "termination benefits" for the purposes of Part 2D.2 of the Corporations Act, and will be excluded from the calculation of the aggregate cap. If the Board exercises its discretion to allow a Key Officeholder to retain any Performance Rights under the Plan that would otherwise be forfeited, this will be fully described in the Company's remuneration report.

If Shareholder approval is given under this Resolution, the Company will still be required to comply with ASX Listing Rules 10.18 and 10.19. Listing Rule 10.18 prohibits the payment of termination benefits in certain prescribed circumstances, and Listing Rule 10.19 places a cap on the aggregate value of termination benefits that can be paid to officers of the Company.

If approval is obtained, it will be effective from the date of the Meeting, until the close of the 2028 annual general meeting. That is, it applies in respect of Performance Rights granted under the Plan in that period, or if the Board exercises certain discretions under the Plan in that period. To the extent appropriate, fresh Shareholder approval may then be sought in conjunction with any shareholder approval to refresh shareholder approval of the Plan, or similar.

If Resolution 7 is not passed, the Company will be prohibited from providing such benefits to the extent they exceed the limits imposed by the Corporations Act and ASX Listing Rule 10.19.

Chairman's intentions

The Chairman intends to exercise all undirected proxies in favour of Resolution 7.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 7, by returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 7 is connected directly or indirectly with the remuneration of a Key Officeholder.

Directors' Recommendation

The Directors (other than Mr Eger) unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 7.

Mr Eger, who is a Key Officeholder, has an interest in the outcome of this Resolution and therefore does not consider it appropriate to make a recommendation to Shareholders.

Schedule 1

Definitions

In the Notice (which includes the Explanatory Memorandum), words importing the singular include the plural and vice versa.

AUD\$ means Australian Dollars.

Amended Plan has the meaning given to it in Resolution 5.

Annual Report means the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2025.

Associate has the meaning given in Chapter 19 of the Listing Rules.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors of the Company.

BST means British Summer Time.

Chairman means the person appointed to chair the Meeting or any part of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company or Resolute means Resolute Mining Limited ABN 39 097 088 689.

Company Secretary means Thomas May and/or Sam Wright, each a joint company secretary of the Company.

Constitution means the Constitution of the Company as at the commencement of the Meeting.

Convertible Securities has the meaning given in section 9 of the Corporations Act.

Corporations Act means *Corporations Act 2001* (Cth).

December Performance Rights has the meaning given to it in Resolution 4.

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum which forms part of this Notice.

Expiry Date has the meaning given to it in Schedule 2.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

Group has the meaning given to it in Schedule 2.

Incentive Performance Rights has the meaning given to it in Resolution 4.

Key Management Personnel or **KMP** means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Key Officeholder has the meaning given to it in Resolution 7.

Listing Rules means the listing rules of the ASX.

Later AGM has the meaning given to it in Resolution 1.

LTI means long term incentive.

Meeting has the meaning in the introductory paragraph of the Notice.

NED Fee Pool has the meaning given to it in Resolution 6.

Notice means this notice of meeting which is comprised of the notice, agenda, Explanatory Memorandum and Proxy Form.

Peer Group has the meaning given to it in Resolution 4.

Performance Hurdles has the meaning given to it in the Plan.

Performance Period has the meaning given to it in Resolution 4.

Performance Right means an entitlement granted to a person to receive one Share upon exercise, subject to the satisfaction of applicable vesting conditions.

Performance Vesting Outcomes means the performance vesting outcomes stated in the summary of the material terms of the Incentive Performance Rights contained in this Notice.

Plan means the 2026 Resolute Mining Limited Performance Rights Plan, to be approved at the 2026 AGM (and amended from time to time), and as summarised in Schedule 2.

Proxy Form means the proxy form attached to the Notice and where the context permits, includes the Proxy Form accessible online.

Remuneration Report means the remuneration report of the Company for the financial year ended 31 December 2025 contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Schedule means the schedule to this Notice.

Service Condition has the meaning given to it in Resolution 4.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Spill Meeting has the meaning given to it in Resolution 1.

Spill Resolution has the meaning given to it in Resolution 1.

Strike has the meaning given to it in Resolution 1.

STI has the meaning given to it in Resolution 4.

Termination Benefit has the meaning given to it in Resolution 7.

TSR means total shareholder return.

US\$ means United States Dollars.

VWAP has the meaning given to it in Resolution 4.

Schedule 2 – Summary of Performance Rights Plan Rules

A summary of the rules of the Performance Rights Plan (**Plan**) is set out below:


Eligibility:	The Plan is open to full-time and part-time employees of the Company or its related bodies corporate (Group), executive Directors of any member of the Group, and any other person who is declared by the board of the Company (Board) to be eligible to participate in the Plan. Eligible employees may request that some or all of their Convertible Securities are held by a Nominee (as defined in the Plan), however the Board has sole discretion to accept or reject a Nominee.
Instruments:	The Plan allows the Board to grant Convertible Securities, with each Performance Right and a Restricted Share Unit representing a right to acquire one Share, provided that the relevant vesting conditions and/or performance hurdles are satisfied.
Equity pool:	The number of Convertible Securities granted under the Plan, and the number of Shares underlying them, granted on any day must not exceed the maximum permitted under Division 1A of Part 7.12 of the Corporations Act.
Grant of Convertible Securities:	The individual grants of Convertible Securities to those eligible to participate in the Plan will be as determined by the Board in its sole and absolute discretion, subject to any necessary Shareholder approvals.
Grant date:	The timing and frequency of the grant of Convertible Securities will be determined by the Board in its sole and absolute discretion.
Exercise price:	Convertible Securities will be granted with a nil exercise price.
Life of Convertible Securities:	Unless otherwise determined by the Board in its sole and absolute discretion, Convertible Securities granted will have a maximum life of 15 years, such that if they are not exercised before the 15-year anniversary of their grant (Expiry Date) they will lapse.
Rights attaching to Convertible Securities:	Participants will have no voting or dividend rights until the Convertible Securities are exercised and the participants hold Shares.
Vesting conditions:	The vesting of Performance Rights will be conditional on the satisfaction of any vesting conditions and/or performance hurdles which the Board has determined will attach to any Performance Rights.
Vesting notification:	When a Performance Right vests, the Company will issue a vesting notification to the relevant participant, after which the vested Performance Right will be exercised upon completion by the participant of an exercise notice within a period specified by the Board (except in the case of Performance Rights with deemed automatic exercise upon vesting, in which case no further action is required by the participant).
Lapsing conditions:	Unless otherwise determined by the Board in its sole and absolute discretion, any unvested Convertible Securities will lapse on the earlier of: <ul style="list-style-type: none"> • the cessation of a participant's employment or office (subject to the rules governing cessation of employment summarised below); • where a participant has acted fraudulently, dishonestly or wilfully breached their duties; • if an applicable vesting condition and/or performance hurdle are not, or, in the opinion of the Board, cannot be, achieved by the relevant time; or • the Expiry Date.
Cessation of employment or office:	On cessation of employment: <ul style="list-style-type: none"> • Convertible Securities that have vested but have not been exercised will continue in force and remain exercisable in accordance with the Plan until the Expiry Date, unless the Board in its sole and absolute discretion determines otherwise, including where the employee has been terminated for serious misconduct or for other reasons which justify termination without notice; and • unvested Convertible Securities will be forfeited unless the Board in its sole and absolute discretion determines otherwise, including where the employee has been terminated due to death, retirement due to ill health, or genuine redundancy. In such cases the Board may determine whether any vesting conditions and/or performance hurdles applicable to those Convertible Securities have been satisfied and if so that vesting may be on a pro rata basis over the employee's service period during the
Rights attaching to Share:	All Shares acquired by participants upon the exercise of Convertible Securities will rank equally with existing Shares on and from the date of acquisition.
Disposal restrictions on Shares:	Prior to the grant of any Convertible Securities, the Board may impose disposal restrictions on Shares acquired by participants following the exercise of Convertible Securities, for example, by way of the use of an employee share trust or an Australian Securities Exchange holding lock. During any Share disposal restriction period, participants will have full dividend and voting rights.
Change of control event:	A change of control event occurs if: <ul style="list-style-type: none"> • a person or entity becomes a legal or beneficial owner of 50% or more of the issued share capital of the Company; or • a person or entity becomes entitled to, acquires, holds or has an equitable interest in more than 50% of the issued share capital of the Company. <p>In the event of a change of control event occurring, the Board may determine, in its sole and absolute discretion, the manner in which all unvested and vested Performance Rights will be dealt with.</p>
Bonus issues:	Subject to the Listing Rules, if there is a bonus issue to the holder of Shares, then the number of Shares over which Convertible Securities are exercisable will be increased by the number of Shares which the holder of the Convertible Securities would have received if the Convertible Securities had been exercised before the record date for the bonus issue.


Pro rata issues:	If the Company makes a pro rata issue to the holder of Shares, then due to Convertible Securities having a nil exercise price, no adjustment will be required.
Re-organisation:	In the event of any re-organisation (including consolidation, sub-division, reduction, return or cancellation) of the issued capital of the Company, the number of Convertible Securities to which each participant is entitled will be changed in accordance with
Buy-back:	The Company may buy-back Shares acquired upon exercise of Convertible Securities in accordance with the rules of the Plan.



Resolute

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact

RSG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2.00pm (AWST) on Monday, 18 May 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Resolute Mining Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Resolute Mining Limited to be held at 108 St Georges Terrace, Perth WA 6000 on Wednesday, 20 May 2026 at 2.00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Keith Marshall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Ms Adrienne Parker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of FY26 grant of Performance Rights to Mr Chris Eger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of the Company 2026 Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Remuneration of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of potential termination benefits under the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

